

EXHIBIT A

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re

**MOTORS LIQUIDATION COMPANY, *et al.*,
Debtors.**

Chapter 11

**Case No. 09-50026
(REG)**

(Jointly Administered)

**CERTIFICATION UNDER GUIDELINES
FOR FEES AND DISBURSEMENTS FOR PROFESSIONALS
IN RESPECT OF FIFTH INTERIM AND FINAL APPLICATION
OF BUTZEL LONG, A PROFESSIONAL CORPORATION FOR
ALLOWANCE OF COMPENSATION AND REIMBURSEMENT OF EXPENSES**

I, Barry N. Seidel, hereby certify that:

1. I am a shareholder with the applicant firm, Butzel Long, a professional corporation (“**BL**”), with responsibility as Special Counsel to the Official Committee of Unsecured Creditors of Motors Liquidation Company, f/k/a General Motors Corporation (the “**Committee**”), in respect of compliance with the Amended Guidelines for Fees and Disbursements for Professionals in Southern District of New York Bankruptcy Cases dated November 25, 2009 (the “**Local Guidelines**”), the United States Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed Under 11 U.S.C. § 330, adopted on January 30, 1996 (the “**UST Guidelines**”) and the Order Pursuant to 11 U.S.C. §§ 105(a) and 331 Establishing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals, entered August 7, 2009 (Docket No. 3711) (the “**Administrative Order**,” and together with the Local Guidelines and the UST Guidelines, the “**Guidelines**”).

2. This certification is made in respect of BL's fifth interim and final application dated May 16, 2011 (the "**Application**") for allowance of compensation and reimbursement of expenses incurred during the (i) interim compensation period commencing October 1, 2010 through March 31, 2011 and (ii) entire compensation period commencing June 10, 2009 through March 31, 2011, in accordance with the Guidelines.

3. In respect of section A.1 of the Local Guidelines, I certify that:

- a. I have read the Application;
- b. to the best of my knowledge, information and belief formed after reasonable inquiry, the fees and disbursements sought fall within the Local Guidelines and the UST Guidelines;
- c. the fees and disbursements sought are billed at rates and in accordance with practices customarily employed by BL and generally accepted by BL's clients; and
- d. in providing a reimbursable service, BL does not make a profit on that service, whether the service is performed by BL in-house or through a third party.

4. In respect of section A.2 of the Local Guidelines and as required by the Administrative Order, I certify that BL has complied with the provisions requiring it to provide the appropriate notice parties, on a monthly basis, with a statement of BL's fees and disbursements accrued during the previous month, as set forth in the Administrative Order.

5. In respect of section A.3 of the Local Guidelines, I certify that (a) the Debtors, the former chair of the Committee and the United States Trustee for the Southern District of New York have all been provided with a copy of the Application on May 2, 2011, (b) the attorneys for the Committee have been provided with a copy of the Application on May 4, 2011 and (c) the chair of the Committee, elected on May 10, 2011, has been provided with a copy of the Application on May 10, 2011.

Dated: May 16, 2011
New York, New York

/s/ Barry N. Seidel
Barry N. Seidel